

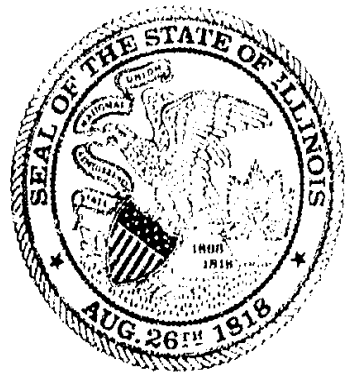
COOK COUNTY  
RECORDER  
JESSE WHITE  
SKOKIE OFFICE

01/24/94 0020 MCH 13:34  
RECORDIN 4 25.00  
94090198 H  
01/24/94 0020 MCH 13:34

**Whereas,** APPLICATION FOR WITHDRAWAL OF  
TEAC AMERICA, INC.  
INCORPORATED UNDER THE LAWS OF THE STATE OF CALIFORNIA HAS BEEN  
FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE  
BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

*Now Therefore, I, George H. Ryan, Secretary of State of the  
State of Illinois, by virtue of the powers vested in me by law, do  
hereby issue this certificate and attach hereto a copy of the  
Application of the aforesaid corporation.*

**In Testimony Whereof,** I hereto set my hand and cause to  
be affixed the Great Seal of the State of Illinois  
at the City of Springfield, this 23RD  
day of NOVEMBER A.D. 1993 and  
of the Independence of the United States  
the two hundred and 18TH.



*George H Ryan*  
SECRETARY OF STATE

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<b>Form BCA-13.45</b> (Rev. Jan. 1991)	<b>APPLICATION FOR CERTIFICATE OF WITHDRAWAL AND FINAL REPORT</b>	File # <b>F4979-479-7</b>														
George H. Ryan Secretary of State Department of Business Services Springfield, IL 62756 Telephone (217) 782-6961	<div style="font-size: 2em; font-weight: bold; margin-bottom: 10px;">FILED</div> <div style="font-size: 1.2em; margin-bottom: 5px;">NOV 23 1993</div> <div style="font-weight: bold;">GEORGE H. RYAN SECRETARY OF STATE</div>	<div style="text-align: center; border: 1px solid black; padding: 5px; margin-bottom: 5px;"> <b>SUBMIT IN TRIPLICATE</b> </div> <div style="font-size: 0.8em;">             This space for use by              Secretary of State           </div> <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50%;">Date</td> <td style="width: 50%; text-align: right;">11/23/93</td> </tr> <tr> <td>License Fee</td> <td style="text-align: right;">\$</td> </tr> <tr> <td>Franchise Tax</td> <td style="text-align: right;">\$</td> </tr> <tr> <td>Filing Fee</td> <td style="text-align: right;">\$ 25.00</td> </tr> <tr> <td>Penalty</td> <td style="text-align: right;">\$</td> </tr> <tr> <td>Interest</td> <td style="text-align: right;">\$</td> </tr> <tr> <td>Approved:</td> <td style="text-align: right;"> </td> </tr> </table>	Date	11/23/93	License Fee	\$	Franchise Tax	\$	Filing Fee	\$ 25.00	Penalty	\$	Interest	\$	Approved:	
Date	11/23/93															
License Fee	\$															
Franchise Tax	\$															
Filing Fee	\$ 25.00															
Penalty	\$															
Interest	\$															
Approved:																
Remit payment in check or money order, payable to "Secretary of State."																

1. **CORPORATE NAME:** TEAC America, Inc.

2. **STATE OR COUNTRY OF INCORPORATION:** California

3. **Post office address to which may be mailed a copy of any process against the corporation that may be served on the Secretary of State:**  
525 W. Monroe St., Ste. 1600  
Chicago, IL 60661

4. No portion of its issued shares at this time is represented by business transacted or property located in this State.
5. It surrenders its authority to transact business in Illinois.
6. It revokes the authority of its registered agent in Illinois to accept service of process, and hereby consents that service of process in any suit, action or proceeding based upon any cause of action arising in this State during the time this corporation was licensed to transact business in this State may hereafter be made on such corporation by service thereof upon the Secretary of State.

**(COMPLETE ONLY WHEN APPLICABLE)**

7. (a) List all issuances of shares not previously reported to the Secretary of State (including shares issued for cash or other property, share dividends, share splits, share exchanges pursuant to Section 11.10, and shares to effect an exchange or reclassification of issued shares) and give the value of the entire consideration received therefor, less expenses; list any amounts added or transferred to paid-in capital, without the issuance of shares.

Date of Issuance or Contribution	Class	Par Value	Number of Shares Issued	Entire Consideration Received
				\$
				\$ _____
<b>TOTAL</b>				<b>\$</b>

(b) List all cancellations of shares not previously reported to the Secretary of State, and give the cost.

Date of Cancellation	Class	Number of Shares Cancelled	Cost
			\$
			\$ _____
<b>94090198 TOTAL</b>			<b>\$</b>

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8. Issued shares at date of execution:

Class	Series	Par Value	Number of Shares
Common		100.00	55,000

9. Paid-in capital at date of execution:

Paid-in Capital \$ 5,500,000.


("Paid-in Capital" replaces the terms "Stated Capital" and "Paid-in Surplus" and is equal to the total of these accounts.)

10. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true.

Dated April 29, 19 93

TEAC America, Inc.

(Exact Name of Corporation)

attested by 

by 

(Signature of Secretary or Assistant Secretary)

(Signature of President or Vice President)

David B. Schulman, Sec.

Gary Beckerman, Vice President

(Type or Print Name and Title)

(Type or Print Name and Title)

2-644

**EXPEDITED**

NOV 23 1993

SECRETARY OF STATE

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